

**DECLARATION OF
JEANNE O'CONNOR
EXHIBIT D**

Customer Acquisition, Cross-Sales & Retention: Our Vision and How We Operate

Customer Acquisition, Cross-Sales & Retention (CACSR) is dedicated to retaining valuable AXA customers and to increasing our sales amongst targeted, high value customer segments. We seek to do this through creative, educational, multi-media marketing programs that demonstrably drive persistency and sales. We work in partnership with our internal clients to develop integrated marketing initiatives that support the firm's overall business objectives.

We value creativity and innovation. We are a highly professional and dynamic team that seeks internal and external best practices and brings them to our company. We respect one another and work well with clients, our colleagues within MPD and throughout the firm. We share and celebrate our team's successes and we learn from our stumbles. We will be a unit that others will aspire to join – both within the firm and in the industry. To help us achieve this vision and maximize the team's effectiveness, we share the following operating guidelines:

1. All managers are expected to have weekly one-on-one meetings with their associates. Associates should bring along a completed project update (template provided) to the weekly meeting in addition to any other agenda items to be discussed.
2. Managers should have a general knowledge of each associate's daily start, lunch and departure times. Our guideline is that we work until each day's finish. Some days this will be longer than others as dictated by workload and deadlines. As a rule, we are in the office no later than 9:00 a.m.
3. We support one another and, whenever possible, volunteer to help out colleagues in a crunch. None of us are above making copies, collating kits, etc.
4. We spell check all documents and Lotus Notes emails before we send them out. Typos and poor grammar are unacceptable, even in email communications.
5. We return phone calls on the same day that they are received.
6. Any meeting that we schedule will have an agenda and be followed up (within 48 hours) with a brief written summary outlining decisions, outstanding questions, action items and next steps. It is the responsibility of the individual calling the meeting to issue the agenda and the meeting summary.
7. Meeting invitations should be sent and managed via Lotus Notes meeting planner.
8. We attend meetings and conference calls on time and stay until adjourned. We do not keep people waiting or habitually leave early.
9. If you have a pre-arranged meeting scheduled with your manager or colleagues, consider it on unless you are otherwise advised; reminders should not be required.
10. We complete assignments on time and on budget. If your manager asks you to complete something by a certain date, it is expected by close of business that day. If you will not meet the deadline, advise your manager of why you cannot meet the deadline and you are to provide a date by when it will be completed. If a project is going to exceed budget, it is your responsibility to let your manager and client (in that order) know why and how much additional expense will be incurred.
11. Time off is to be requested in writing in advance to your direct manager. Generally, requests should be sent at least one week prior to the intended day off. Every effort

will be made to accommodate your needs, but unit coverage needs and workload will dictate whether a vacation request is approved.

12. Longer vacation requests – one week or more – should be requested at least one month in advance, whenever possible.
13. PTO days should not be called in the same day.
14. If you are ill and need to call in sick, please make direct phone contact with your manager on the day that you are ill. Leaving a voicemail message or sending an email is insufficient. If you get voicemail, please call back or provide a number at which you can be reached so that your manager can speak to you to determine if work needs to be attended to by someone else.
15. If you are out ill, please state the nature of your illness and, whenever possible, an estimated day when you expect to return to work.
16. If you will be arriving to the office late (after 9:00 a.m.), please call your manager to explain the delay estimate when you will be arriving. If you know you will be arriving late on a specific day, you are expected to advise your manager in advance.
17. Voicemail protocol:
 - Our general outbound voicemail should state our name and unit, e.g., "Hello, you've reached Karen Smith of the Customer Marketing Group at AXA Equitable. I can't take your call right now, but please leave a message and I will get back to you at my earliest convenience."
 - If you are out of the office on business, your voicemail should state that, your date of return and whether or not you are picking up voice messages. Please also provide the name and number of your backup person, e.g., "For immediate assistance, please contact Steve Peters at (212) 314-1234."
 - Your Lotus Notes "Out of the Office Assistant" should be enabled when you are out and not picking up email messages. As above, it should provide the dates that you are out and a referral name and phone number for help.
 - If you are out on PTO, your voicemail should state that you are out of the office and will return calls upon your return. Please provide a date of your return and the name and number of your backup person. Make sure that your backup person is aware that you have left his/her name and can field any hot questions.
18. Memo signatures should provide full contact info., e.g.:

Steve Peters
 Title, Customer Acquisition, Cross-Sales & Retention
 Customer Marketing Group
 AXA Equitable
 1290 Avenue of the Americas, 7th floor, New York, NY 10104
 Office: 212 314-1234
 Fax: 212 314-5678
 steve.peters@axa-equitable.com